



## LEVEL 1 continued...

## B. Equitable Treatment of Shareholders

Scorecard Item		Guiding Reference	Answer (Yes/No)	GLO Remarks
<b>B.1</b>	<b>Shares and Voting Rights</b>			
B.1.1	Does the company's ordinary or common shares have one vote for one share?	<p><b>OECD Principle II E.</b> All shareholders of the same series of a class should be treated equally. Capital structures and arrangements that enable certain shareholders to obtain a degree of influence or control disproportionate to their equity ownership should be disclosed.</p> <p>1. Within any series of a class, all shares should carry the same rights. All investors should be able to obtain information about the rights attached to all series and classes of shares before they purchase. Any changes in economic or voting rights should be subject to approval by those classes of shares which are negatively affected.</p> <p><b>ICGN 9.1 Share classes</b> Sufficient information about the material attributes of all of the company's classes and series of shares should be disclosed on a</p>	YES	<p>Globe's common shares have one vote for one share. This is stated in our By-Laws, MCG and identified in the ACGR, Annual Information Statement (20-IS) submitted to the SEC and PSE, and publicly-released to all shareholders together with the Notice and Agenda of the ASM:</p> <p><u>GLO By-Laws, p. 2 (Article I, Section 5)</u> <a href="http://www.globe.com.ph/documents/7122541/7171061/GLOBE+-+Amended+By-Laws+2011.pdf">http://www.globe.com.ph/documents/7122541/7171061/GLOBE+-+Amended+By-Laws+2011.pdf</a></p> <p><u>GLO Manual of Corporate Governance, p. 13 (Article II, Section 2.6.2(d))</u> <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG_SECReceived30May2017.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG_SECReceived30May2017.pdf</a></p> <p><u>GLO ACGR Y2016, pp. 92-93 (Part J(1)(f)(iii))</u> <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLO%20ACGR%202016%20Submission_SECReceived26May2017.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLO%20ACGR%202016%20Submission_SECReceived26May2017.pdf</a></p> <p><u>GLO 2016 Information Statement, p. 10 (Item B(1)(b))</u> <a href="http://investor-relations.globe.com.ph/sec-filings/information-statement.html">http://investor-relations.globe.com.ph/sec-filings/information-statement.html</a></p>



		timely basis. Ordinary or common shares should feature one vote for each share. Divergence from a 'one-share, one-vote' standard which gives certain shareholders power disproportionate to their economic interests should be both disclosed and explained. Dual class share structures should be kept under review and should be accompanied by commensurate extra protections for minority shareholders, particularly in the event of a takeover bid.		<p><u>GLO 2017 Notice and Agenda of the ASM, PDF p. 6 "Explanation of Agenda Items" (Item 2 (iii))</u>  <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2016/GLO_Setting_of_2017_Annual_Stoc_kholders_Meeting.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2016/GLO_Setting_of_2017_Annual_Stoc_kholders_Meeting.pdf</a></p>
B.1.2	Where the company has more than one class of shares, does the company publicise the voting rights attached to each class of shares (e.g. through the company website/reports/the stock exchange/the regulator's website)?		YES	<p>Globe has three (3) classes of shares, which are Common, Voting Preferred and Non-Voting Preferred. Rights attached to each class of shares are publicly disclosed and made available through our AOI and company website. The same are reiterated in pertinent regulatory reports including the 20-IS and the Annual Report (17-A), which are submitted and disclosed to the SEC and PSE:</p> <p><u>GLO Articles of Incorporation (Article VII)</u>  <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2014/Globe%20Telecom,%20Inc.%20Amen ded%20Articles%20of%20Incorporation_June%205,%202014.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2014/Globe%20Telecom,%20Inc.%20Amen ded%20Articles%20of%20Incorporation_June%205,%202014.pdf</a></p> <p><u>GLO 2016 Information Statement, p. 74</u>  <a href="http://investor-relations.globe.com.ph/sec-filings/information-statement.html">http://investor-relations.globe.com.ph/sec-filings/information-statement.html</a></p> <p><u>GLO 2016 SEC Form 17-A, PDF pp. 97-100 ("Part II – Operational and Financial Information")</u>  <a href="http://investor-relations.globe.com.ph/sec-filings/annual-report-17a.html">http://investor-relations.globe.com.ph/sec-filings/annual-report-17a.html</a></p>



Scorecard Item		Guiding Reference	Answer (Yes/No)	GLO Remarks
B.2	Notice of AGM			
B.2.1	Does each resolution in the most recent AGM deal with only one item, i.e., there is no bundling of several items into the same resolution?	<p><b>OECD Principle II</b> <b>C. Shareholders should have the opportunity to participate effectively and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern shareholder meetings:</b></p> <ol style="list-style-type: none"> <li>1. Shareholders should be furnished with sufficient and timely information concerning the date, location and agenda of general meetings, as well as full and timely information regarding the issues to be decided at the meeting.</li> <li>2. Processes and procedures for general shareholder meetings should allow for equitable treatment of all shareholders. Company procedures should not make it unduly difficult or expensive to cast votes.</li> <li>3. Effective shareholder participation in key</li> </ol>	YES	<p>Each resolution in our most recent ASM deals with only one item. Globe does not practice bundling of several items into one resolution as reflected in our Notice and Agenda of the ASM and voting results during the ASM:</p> <p>GLO 2017 Notice and Agenda of the ASM  <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2016/GLO_Setting_of_2017_Annual_Stoc_kholders_Meeting.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2016/GLO_Setting_of_2017_Annual_Stoc_kholders_Meeting.pdf</a></p> <p>GLO 2017 Results of the ASM and Organizational Board Meeting  <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/investor-relations/2017/GLO-Corporate-Disclosure-Results-of-2017-ASM-and-Organizational-Meeting-SECReceived18Apr2017.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/investor-relations/2017/GLO-Corporate-Disclosure-Results-of-2017-ASM-and-Organizational-Meeting-SECReceived18Apr2017.pdf</a></p> <p>GLO 2017 Voting Results during the ASM  <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/investor-relations/2017/ASM2017-Voting-Results-posted19April2017.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/investor-relations/2017/ASM2017-Voting-Results-posted19April2017.pdf</a></p> <p>GLO 2017 Minutes of the ASM  <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/investor-relations/2017/GLO-Corporate-Disclosure-Results-of-2017-ASM-and-Organizational-Meeting-SECReceived18Apr2017.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/investor-relations/2017/GLO-Corporate-Disclosure-Results-of-2017-ASM-and-Organizational-Meeting-SECReceived18Apr2017.pdf</a></p>



		<p>corporate governance decisions, such as the nomination and election of board members, should be facilitated.</p> <p>4. Shareholders should be able to vote in person or in absentia[.]</p>		<p><a href="https://microsites/docs/2017/ASM2017-Minutes-posted20April2017.pdf">microsites/docs/2017/ASM2017-Minutes-posted20April2017.pdf</a></p>
B.2.2	Are the company's notice of the most recent AGM/circulars fully translated into English and published on the same date as the local-language version?	<p><b>ICGN Principle 3.1 Composition (Board)</b> There should be a sufficient mix of individuals with relevant knowledge, independence, competence, industry experience and diversity of perspectives to generate effective challenge, discussion and objective decision-making.</p>	YES	<p>All Globe notices, announcements and press releases are published in the English language, including the Notice of the most recent ASM:</p> <p><u>GLO 2017 Notice and Agenda of the ASM</u> <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2016/GLO_Setting_of_2017_Annual_Stockholders_Meeting.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2016/GLO_Setting_of_2017_Annual Stockholders Meeting.pdf</a></p> <p><u>Annual Stockholders' Meeting (Company website)</u> <a href="http://corporate-governance.globe.com.ph/annual-stockholders-meetings.html">http://corporate-governance.globe.com.ph/annual-stockholders-meetings.html</a></p>
Does the notice of AGM/circulars have the following details:				
B.2.3	Are the profiles of directors/commissioners (at least age, academic qualification, date of appointment, experience, and directorships in other listed companies) in seeking election/re-election included?	<p><b>3.4 Appointment process</b> The process for director nomination and election/re-election should be disclosed, along with information about board candidates which includes:</p> <p>a) board member identities and rationale for appointment;</p> <p>b) core competencies, qualifications, and professional background;</p> <p>c) recent and current board and management</p>	YES	<p>Profiles of directors for election and re-election are included in our 20-IS, which is included with our Notice and Agenda of the ASM. They are likewise reflected in the Annual and Sustainability Report (ASR) and the ACGR. The same are on our company website for stakeholders' easy reference:</p> <p><u>GLO 2016 Information Statement, PDF pp. 35-39 (Annex "A")</u> <a href="http://investor-relations.globe.com.ph/sec-filings/information-statement.html">http://investor-relations.globe.com.ph/sec-filings/information-statement.html</a>, OR <a href="http://edge.pse.com.ph/openDiscViewer.do?edge_no=4bc0900e15a2a4423318251c9257320d#sthash.5uRFvfiV.dpbs">http://edge.pse.com.ph/openDiscViewer.do?edge_no=4bc0900e15a2a4423318251c9257320d#sthash.5uRFvfiV.dpbs</a></p> <p>GLO ACGR Y2016, p. 95 (Part J(1)(j))</p>



		<p>mandates at other companies, as well as significant roles on non-profit/charitable organisations;</p> <p>d) factors affecting independence, including relationship(s) with controlling shareholders;</p> <p>e) length of tenure;</p> <p><b>9.2 Major decisions</b> Shareholders should have the right to vote on major decisions which may change the nature of the company in which they have invested.</p>	<p><a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLO%20ACGR%202016%20Submission_SECReceived26May2017.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLO%20ACGR%202016%20Submission_SECReceived26May2017.pdf</a></p> <p>GLO 2016 SEC Form 17-A, pp. 122-126 (Part III, Item 7(A)) <a href="http://investor-relations.globe.com.ph/sec-filings/annual-report-17a.html">http://investor-relations.globe.com.ph/sec-filings/annual-report-17a.html</a></p> <p>GLO 2016 Notice and Agenda of the ASM <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2016/GLO_Setting_of_2017_Annual_Stockholders_Meeting.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2016/GLO_Setting_of_2017_Annual Stockholders Meeting.pdf</a></p>
B.2.4	Are the auditors seeking appointment/re-appointment clearly identified?		<p><b>YES</b></p> <p>External auditors seeking appointment or re-appointment are clearly defined in the notice and agenda of the ASM and our 20-IS submitted to the SEC and the PSE. The same are available in our company website:</p> <p>GLO 2017 Notice and Agenda of the ASM <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2016/GLO_Setting_of_2017_Annual_Stockholders_Meeting.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2016/GLO_Setting_of_2017_Annual Stockholders Meeting.pdf</a></p> <p>GLO 2016 Information Statement, pp. 29, 31-32 (Part B, 4, a; Part D, 1,a, vi &amp; Part D, 4) <a href="http://investor-relations.globe.com.ph/sec-filings/information-statement.html">http://investor-relations.globe.com.ph/sec-filings/information-statement.html</a>, OR</p>



				<a href="http://edge.pse.com.ph/openDiscViewer.do?edge_no=4bc0900e15a2a4423318251c9257320d#sthash.mrJEmneK.dpbs">http://edge.pse.com.ph/openDiscViewer.do?edge_no=4bc0900e15a2a4423318251c9257320d#sthash.mrJEmneK.dpbs</a>
B.2.5	Were the proxy documents made easily available?		<b>YES</b>	<p>Proxy documents, which is our 'Proxy Form' is included in our notice and agenda sent out to all shareholders prior to our ASM, and in our Information Statement. The same is stated in the ACGR submitted to the SEC and PSE. All of which are available through our company website:</p> <p>GLO 2016 Information Statement, PDF p. 6  <a href="http://investor-relations.globe.com.ph/sec-filings/information-statement.html">http://investor-relations.globe.com.ph/sec-filings/information-statement.html</a>, OR  <a href="http://edge.pse.com.ph/openDiscViewer.do?edge_no=55b35b509c47417e72785c150f4cd6d2#sthash.ncVA9U7h.dpbs">http://edge.pse.com.ph/openDiscViewer.do?edge_no=55b35b509c47417e72785c150f4cd6d2#sthash.ncVA9U7h.dpbs</a></p> <p>GLO ACGR Y2016, p. 95 (Part J(1)(j))  <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2016/GLO%20ACGR%202015-13April2016%20Updates.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2016/GLO%20ACGR%202015-13April2016%20Updates.pdf</a></p>

Scorecard Item		Guiding Reference	Answer (Yes/No)	GLO Remarks
B.3	Insider trading and abusive self-dealing should be prohibited.			
B.3.1	Does the company have policies and/or rules prohibiting directors/commissioners and employees to benefit from knowledge which is not generally available to the market?	<b>OECD Principle III</b> E. Insider trading and market manipulation should be prohibited and the applicable rules enforced.	<b>YES</b>	The prohibition of any director, officer and employee to benefit from knowledge which is not generally available to the market is embedded in our MCG, Code of Business Conduct & Ethics (Code of Conduct) under the policies for conflict of interest and prohibited practices, as well as in our Insider Trading Policy.

*Note: Where applicable and for convenient reading, PDF pages (pp.) will be used as reference.*



		<p><b>ICGN 4. Corporate Culture</b>  <b>4.5 Employee share dealing</b>          There should be clear rules regarding any trading by directors and employees in the company's own securities. Individuals should not benefit directly or indirectly from knowledge which is not generally available to the market.</p> <p><b>ICGN 8.5 Shareholder rights of action</b>          ...Minority shareholders should be afforded protection and remedies against abusive or oppressive conduct.</p>		<p>These are publicly-available through the company website and included in our Annual and Sustainability Report (ASR):</p> <p>GLO Manual of Corporate Governance, pp. 49-50 (Article VII, Section 15.3)  <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG_SECReceived30May2017.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG_SECReceived30May2017.pdf</a></p> <p>Company Policies (Company website)  <a href="http://corporate-governance.globe.com.ph/company-policies.html">http://corporate-governance.globe.com.ph/company-policies.html</a></p> <p>Insider Trading Policy (Company website)  <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/others/POLICY-ON-INSIDER-TRADING.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/others/POLICY-ON-INSIDER-TRADING.pdf</a></p> <p>GLO Code of Conduct, pp. 31-32, 48-62, 71-73, 77-81  <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/others/EMPLOYEE%20HANDBOOK%20ON%20CODE%20OF%20CONDUCT.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/others/EMPLOYEE%20HANDBOOK%20ON%20CODE%20OF%20CONDUCT.pdf</a></p> <p>Conflict of Interest Policy (Company website)  <a href="http://corporate-governance.globe.com.ph/company-policies/conflict-of-interest.html">http://corporate-governance.globe.com.ph/company-policies/conflict-of-interest.html</a></p> <p>GLO 2016 ASR, p. 120  <a href="http://annual-report.globe.com.ph/content/dam/multi-microsites/docs/annual-report/2016/GLOBE-AR2016-APRIL17-MICROSITE-LOW-RES.pdf">http://annual-report.globe.com.ph/content/dam/multi-microsites/docs/annual-report/2016/GLOBE-AR2016-APRIL17-MICROSITE-LOW-RES.pdf</a></p>
A.3.2	Are the directors/commissioners required to report their dealings in company shares within 3 business days?		<b>YES</b>	Directors are required to report dealings in company shares within three (3) business days as specified in Globe's insider trading policy, and policy on dealings in securities by directors as identified in our MCG, 2016 ASR:



				<p>GLO Manual of Corporate Governance, pp. 49-50 (Article VII, Section 15.3)  <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG-SECReceived30May2017.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG-SECReceived30May2017.pdf</a></p> <p>Insider Trading Policy (Company website)  <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/others/POLICY-ON-INSIDER-TRADING.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/others/POLICY-ON-INSIDER-TRADING.pdf</a></p> <p>GLO 2015 Annual and Sustainability Report, pp. 47, 50  <a href="http://annual-report.globe.com.ph/content/dam/multi-microsites/docs/annual-report/2016/GLOBE-AR2016-APRIL17-MICROSITE-LOW-RES.pdf">http://annual-report.globe.com.ph/content/dam/multi-microsites/docs/annual-report/2016/GLOBE-AR2016-APRIL17-MICROSITE-LOW-RES.pdf</a></p>
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Scorecard Item		Guiding Reference	Answer (Yes/No)	GLO Remarks
B.4	Related party transactions by directors and key executives.			
B.4.1	Does the company have a policy requiring directors/commissioners to disclose their interest in transactions and any other conflicts of interest?	<p><b>OECD Principle II F. Related-party transactions should be approved and conducted in a manner that ensures proper management of conflict of interest and protects the interest of the company and its shareholders.</b></p> <p>1. Conflicts of interest inherent in related-party transactions should be addressed.</p>	YES	<p>Globe's Conflict of Interest Policy states that "it is the obligation of every employee, including key officer and director, to declare and divulge in writing to the Company his own involvement in any conflict of interest with the Company. Failure on the part of an employee to divulge the same to the Company shall be penalized with DISMISSAL." The policy further provides a Disclosure Form, which is accomplished by all employees, including the board and key officers, an annual basis to ensure proper disclosure of related party/ies and avoid possible conflict of interest.</p> <p>Our Conflict of Interest Policy also provides for the procedures and parameters to identify a possible conflict</p>





		<p>2. Members of the board and key executives should be required to disclose to the board whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting the corporation.</p> <p><b>ICGN Principle 9.3 Conflicts of interest</b> Policies and procedures on conflicts of interest should be established, understood and implemented by directors, management, employees and other relevant parties. If a director has an interest in a matter under consideration by the board, then the director should promptly declare such an interest and be precluded from voting on the subject or exerting influence.</p>		<p>of interest among all regular employees, officers, directors, including consultants/project hires seconded to or engaged on a full-time basis in Globe or in our subsidiaries.</p> <p>Globe's Conflict of Interest Policy is publicly-available through our Code of Conduct, MCG and company website:</p> <p><u>GLO Code of Conduct, pp. 77-81, 97</u> <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/others/EMPLOYEE%20HANDBOOK%20N%20CODE%20OF%20CONDUCT.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/others/EMPLOYEE%20HANDBOOK%20N%20CODE%20OF%20CONDUCT.pdf</a></p> <p><u>GLO Manual of Corporate Governance, pp. 24-25 (Article II, Section 3.5)</u> <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG_SECREceived30May2017.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG_SECREceived30May2017.pdf</a></p> <p><u>Conflict of Interest Policy (Company website)</u> <a href="http://corporate-governance.globe.com.ph/company-policies/conflict-of-interest.html">http://corporate-governance.globe.com.ph/company-policies/conflict-of-interest.html</a></p>
B.4.2	Does the company have a policy requiring a committee of independent directors/commissioners to review material RPTs to determine whether they are in the best interests of the company and shareholders?	<p><b>9.4 Related party transactions</b> The process for reviewing and monitoring related party transactions should be disclosed. For significant transactions, a committee of</p>	<b>YES</b>	Globe's Audit and RPT Committee is composed of four (4) non-executive directors, three (3) of whom are also independent directors including the chairman of the Committee. The role of the Audit and RPT Committee in the review of our material RPTs to ensure the best interest of the Company, our shareholders and all other stakeholders, and that the RPTs are executed with fair



		<p>independent directors should be established to vet and approve the transaction.</p>	<p>and transparent terms, are contained in our Audit and RPT Committee Charter and in our Policy on RPTs.</p> <p>Our Policy on RPTs is posted on our company website, included in our MCG, ACGR and ASR. All of which are available through the company website:</p> <p><u>Policy on Related Party Transactions (Company website)</u>  <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/Globe%20Telecom,%20Inc.%20RPT%20Policy.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/Globe%20Telecom,%20Inc.%20RPT%20Policy.pdf</a></p> <p><u>GLO Manual of Corporate Governance, pp. 24-25 (Article II, Section 3.5)</u>  <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG_SECREceived30May2017.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG_SECREceived30May2017.pdf</a></p> <p><u>GLO Audit and RPT Committee Charter, pp. 16-17 (Section 7)</u>  <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/Audit%20and%20RPT%20Committee%20Charter_June2017.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/Audit%20and%20RPT%20Committee%20Charter_June2017.pdf</a></p> <p><u>Company Policies – Policy on Related Party Transactions (Company website)</u>  <a href="http://corporate-governance.globe.com.ph/company-policies.html">http://corporate-governance.globe.com.ph/company-policies.html</a></p>
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B.4.3	Does the company have a policy requiring board members (directors/commissioners) to abstain from participating in the board discussion on a particular agenda when they are conflicted?		YES	<p>Globe's MCG states the policy requiring board members to abstain from participating in the board discussion on a particular agenda when they are conflicted. One of the specific responsibilities of each Director is to "<i>conduct fair business transactions with the Corporation and ensure that personal interest does not bias Board decisions</i>". A director shall not use his position to make profit or to acquire benefit or advantage for himself and/or his related interests. He should avoid situations that may compromise his impartiality...If an actual or potential conflict of interest may arise on the part of a director, he should fully and immediately disclose it and should not participate in the decision-making process. A director who has a continuing material conflict of interest should seriously consider resigning from his position...". The Manual further specifies that a director "with a material interest in any transaction affecting the Corporation should abstain from taking part in the deliberations for the same".</p> <p><u>GLO Manual of Corporate Governance, pp. 10, 29 (Article II, Section 2.3(a); Section 5.6)</u>  <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG_SECReceived30May2017.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG_SECReceived30May2017.pdf</a></p> <p>The same are made publicly-available through our company website and ASR:</p> <p><u>Conflict of Interest Policy (Company website)</u></p>
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B.4.4	Does the company have policies on loans to directors and commissioners either forbidding this practice or ensuring that they are being conducted at arm's length basis and at market rates?		<b>YES</b>	Our policy on RPTs covers loans to individual directors and ensures that these "shall be conducted at arm's length and at market rate":  Policy on Related Party Transactions (Company website) <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/Globe%20Telecom,%20Inc.%20RPT%20Policy.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/Globe%20Telecom,%20Inc.%20RPT%20Policy.pdf</a>  Company Policies – Policy on Related Party Transactions (Company website) <a href="http://corporate-governance.globe.com.ph/company-policies.html">http://corporate-governance.globe.com.ph/company-policies.html</a>

Scorecard Item		Guiding Reference	Answer (Yes/No)	GLO Remarks
B.5	Protecting minority shareholders from abusive actions			
B.5.1	Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length?	<b>OECD Principle II</b> E. All shareholders of the same series of a class should be treated equally. F. Related-party transactions should be approved and	<b>NONE</b>	Globe's material RPTs are fair and conducted at arm's length and at market rate as covered by our Policy on RPTs.  Further, our RPT Disclosure Policy further states that "we disclose, review, and approve RPTs in accordance with



		<p>conducted in a manner that ensures proper management of conflict of interest and protects the interest of the company and its shareholders.</p> <p>G. Minority shareholders should be protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly, and should have effective means of redress. Abusive self-dealing should be prohibited.</p> <p><b>ICGN Principle 9.3 Conflicts of interest</b> Policies and procedures on conflicts of interest should be established, understood and implemented by directors, management, employees and other relevant parties. If a director has an interest in a matter under consideration by the board, then the director should promptly declare such an interest and be precluded from voting on the subject or exerting influence.</p> <p><b>9.4 Related party transactions</b> The process for reviewing and monitoring related party transactions should be</p>	<p>the principles of transparency, integrity and fairness, to ensure that they are at arm's length, the terms are fair, and they will inure to the best interest of Globe, our subsidiaries or affiliates and all our shareholders.</p> <p>Proper disclosure of [our] RPTs are in accordance with the disclosure rules and applicable filings of the SEC, the PSE and other pertinent regulatory agencies.</p> <p>RPTs are disclosed in our financial statements, annual reports including, but not limited to, the ACGR, and other applicable filings in accordance with the relevant rules and issuance of the SEC and other applicable regulatory bodies. The disclosure includes, but is not limited to, the name of the related party, relationship with [Globe] for each RPT, the nature and value for each RPT. Such disclosure is also made publicly available, for the benefit of all shareholders and other stakeholders, through our website and such other media channels as applicable”:</p> <p><u>Policy on Related Party Transactions (Company website)</u> <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/Globe%20Telecom,%20Inc.%20RPT%20Policy.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/Globe%20Telecom,%20Inc.%20RPT%20Policy.pdf</a></p> <p><u>Company Policies – Related Party Transactions Disclosure Policy (Company website)</u> <a href="http://corporate-governance.globe.com.ph/company-policies.html">http://corporate-governance.globe.com.ph/company-policies.html</a></p>
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		<p>disclosed. For significant transactions, a committee of independent directors should be established to vet and approve the transaction.</p> <p><b>ICGN Principle 9.5 Shareholder approval</b> Shareholders should have the right to approve significant related party transactions and this should be based on the approval of a majority of disinterested shareholders.</p> <p><b>ICGN Principle 9.10 Equality and redress</b> Minority shareholders should be protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly, and should have effective means of redress.</p>	<p><u>Company Policies – Policy on Related Party Transactions (Company website)</u> <a href="http://corporate-governance.globe.com.ph/company-policies.html">http://corporate-governance.globe.com.ph/company-policies.html</a></p> <p><u>GLO Manual of Corporate Governance, pp. 16; 33 (Article II, Section 2.12; Article III, Section 8.5)</u> <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG_SECReceived30May2017.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLOBE%20TELECOM,%20INC.%20MCG_SECReceived30May2017.pdf</a></p> <p><u>GLO 2016 Annual and Sustainability Report, pp. 120-121, 206, 247</u> <a href="http://annual-report.globe.com.ph/content/dam/multi-microsites/docs/annual-report/2016/GLOBE-AR2016-APRIL17-MICROSITE-LOW-RES.pdf">http://annual-report.globe.com.ph/content/dam/multi-microsites/docs/annual-report/2016/GLOBE-AR2016-APRIL17-MICROSITE-LOW-RES.pdf</a></p> <p><u>GLO 2016 SEC Form 17-A, PDF pp. 194, 235-241</u> <a href="http://investor-relations.globe.com.ph/sec-filings/annual-report-17a.html">http://investor-relations.globe.com.ph/sec-filings/annual-report-17a.html</a></p> <p><u>GLO ACGR Y2016, pp. 30-31, 82-84 (Part B(4)(a)&amp;(b), Part I(7) &amp; Annex "C")</u> <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/GLO%20ACGR%202016%20Submission_SECReceived26May2017.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-</a> ⇒ <u>Annex "C"</u> <a 480="" 72="" 919="" 940"="" data-label="Page-Footer" href="http://corporate-governance.globe.com.ph/content/dam/multi-&lt;/a&gt;&lt;/p&gt; &lt;/td&gt; &lt;/tr&gt; &lt;/table&gt; &lt;/div&gt; &lt;div data-bbox="> <p><i>Note: Where applicable and for convenient reading, PDF pages (pp.) will be used as reference.</i></p> </a></p>
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B.5.2	In case of related party transactions requiring shareholders' approval, is the decision made by disinterested shareholders?	<p><b>OECD Principle II</b> G. Minority shareholders should be protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly, and should have effective means of redress. Abusive self-dealing should be prohibited.</p> <p><b>ICGN Principle 9.5 Shareholder approval</b> Shareholders should have the right to approve significant related party transactions and this should be based on the approval of a majority of disinterested shareholders.</p> <p><b>ICGN Principle 9.10 Equality and redress</b> Minority shareholders should be protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly, and should have effective means of redress.</p>	YES	<p>Rights of minority shareholders are protected at all times, especially from abusive actions by, or in the interest of controlling shareholders. Globe ensures that our policies and processes cater to the best interest of all our shareholders, including minority shareholders, and other stakeholders. As such, all transactions including material RPTs that require shareholders' approval, as determined by the Audit and RPT Committee, are submitted to all shareholders, including minority shareholders, for approval. Our policy on RPTs further states that Globe "shall encourage disinterested shareholders to decide on the matter".</p> <p><u>Policy on Related Party Transactions, Section VII (Company website)</u> <a href="http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/Globe%20Telecom,%20Inc.%20RPT%20Policy.pdf">http://corporate-governance.globe.com.ph/content/dam/multi-microsites/docs/2017/Globe%20Telecom,%20Inc.%20RPT%20Policy.pdf</a></p> <p><u>Company Policies – Policy on Related Party Transactions (Company website)</u> <a href="http://corporate-governance.globe.com.ph/company-policies.html">http://corporate-governance.globe.com.ph/company-policies.html</a></p>